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SIMSEN INTERNATIONAL CORPORATION LIMITED

天行國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Simsen International Corporation Limited (the “Company”) will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 9 September 2011 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company and its subsidiaries for the year ended 30 April 2011.
2. To re-elect the retiring Directors and to authorise the board of Directors to fix their remuneration.
3. To re-appoint Messrs. HLB Hodgson Impey Cheng as auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

* *For identification purposes only*

(c) the aggregate nominal value of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue or (ii) an issue of shares of the Company upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal value of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws, rules and regulations of the SFC, and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares of the Company which may be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“THAT** the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue or otherwise deal with the unissued shares of the Company pursuant to Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.”

7. **“THAT**

- (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares to be issued pursuant to the exercise of any options granted under the new share option scheme (“New Share Option Scheme”) (a copy of which has been presented to this meeting marked “A” and initialed by the chairman of the meeting for identification purpose), the New Share Option Scheme be and is hereby approved and adopted; and that the directors of the Company be authorized to grant options and allot and issue shares of the Company pursuant to the New Share Option Scheme; and that the directors of the Company be and are hereby authorized to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the New Share Option Scheme; and

- (b) conditional upon the New Share Option Scheme becoming unconditional and effective, the existing share option scheme of the Company which was adopted by the Company on 4 March 2002 be terminated with effect from the date on which the New Share Option Scheme shall become unconditional and effective.”

By Order of the Board
Simsen International Corporation Limited
Sun Da Rui
Chairman

Hong Kong, 11 August 2011

Executive Directors:

Mr. Sun Da Rui (*Chairman*)

Mr. Fu Jiwen

Independent Non-Executive Directors:

Mr. Zhu Chengwu

Mr. Li Haifeng

Mr. Choi Man Chau, Michael

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Hong Kong Branch Registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Concerning resolution No. 2, Mr. Sun Da Rui, Mr. Fu Jiwen and Mr. Zhu Chengwu shall retire from office of directorship and shall offer themselves for re-election in accordance with the bye-laws of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 11 August 2011.
4. Concerning resolution No. 5, the Directors wish to state that they have no immediate plans to issue any new shares in the Company. The general mandate to be sought from members pursuant to resolution No. 5 does not violate the provisions of the Companies Act 1981 of Bermuda or the Listing Rules.
5. Concerning resolution No. 6, there is no immediate plan for the Directors to exercise the right of the Company to repurchase its own shares. The general mandate to be sought from members pursuant to resolution No. 6 does not violate the provisions of the Companies Act 1981 of Bermuda or the Listing Rules.